

CloseCall America



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VIA OVERNIGHT MAIL

DOCKET FILE COPY ORIGINAL

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
P.O. Box 358145
Pittsburgh, PA 15251-5145

**Re: Supplement to the Application of MVCC, MobilePro Corp., and
CloseCall America, Inc.**

Dear Ms. Dortch:

On behalf of MobilePro Corp. ("Buyer") and CloseCall America, Inc. ("CloseCall", together "Applicants"), please find an original and six (6) copies of a supplement to the application for Commission approval to transfer control of CloseCall to Buyer that was filed on or about September 15, 2004.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Chris Drazdys", is written over the typed name.

Chris Drazdys
Executive Director
Regulatory Affairs
CloseCall America, Inc.

WC 04-364^{p.2}

FCC/MELLON SEP 15 2004

SUPPLEMENTAL FILING
FOR THE JOINT APPLICATION OF

CloseCall America, Inc.

and

MobilePro Corp

For Grant Authority Pursuant to
Section 214 of the Communications Act of
1934 and Sections 63.04 and 63.18 of the
Commission's Rules to Complete a
Transfer of Control of Authorized International
And Domestic Interstate Carriers

The following is submitted to supplement the previously filed joint Application of
CloseCall America, Inc. ("CloseCall") and MobilePro Corp ("MobilePro") for
Commission approval to complete a transfer control of CloseCall's Section 214 domestic
and international authority to MobilePro.

SUPPLEMENTAL SECTION I

To supplement Section II(5) of their Application, the Applicants submit the
following ownership information about MobilePro's only telecommunications affiliate,
Affinty Telecom ("Affinity").

Ownership of Affinity

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
MobilePro Corporation 6701 Democracy Blvd. Suite 300 Bethesda, MD 20817	100	MD Corp	Investments

SUPPLEMENTAL SECTION II

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. §
63.04(b) Applicants submit the following information in support of their request for
domestic Section 214 authority in order to address the requirements set forth in
Commission Rule 63.04(a)(6)-(12):

- (a)(6) Applicants propose to complete a series of transactions ("Transactions") whereby MobilePro will acquire CloseCall and therefore indirect ownership and control of the CloseCall. In particular, through the Agreement and Plan of Merger, MobilePro's wholly owned subsidiary, MVCC will be merged with and into CloseCall, under the laws of the State of Delaware, with CloseCall being the surviving entity. As a result of that merger, CloseCall will become a wholly owned subsidiary of MobilePro. In connection with the Transactions, current owners of CloseCall will receive a per share amount derived by dividing \$8,000,000 by proportional value and outstanding amount of their Class A Stock, Class B Stock, Class C Stock, and/or Class C Warrant Stock. In addition to cash considerations, CloseCall stock holders will receive MobilePro common stock in an amount derived by dividing 40,000,000 by the percentage of total CloseCall stock owned.

All of the proposed Transactions will be completed at the holding company level and consummation of the Transactions will not result in any transfer or assignment of the operating authorities held by the CloseCall or result in a name change by CloseCall. CloseCall will continue to conduct its operations in substantially the same manner in which those operations are currently conducted. Immediately after the Transactions are completed, customers of the CloseCall will continue to receive service under the same rates, terms and conditions that currently apply to those services. As a result, the proposed Transactions will be entirely transparent to customers served by the CloseCall in terms of the services that they receive.

The proposed Transactions are not expected to materially change the current management team that oversees the operations of CloseCall and that management team is expected to continue to oversee the operations of the CloseCall both during and after the completion of the Transactions. In addition, however, in connection with the Transactions, CloseCall will have access to the well-qualified management team MobilePro. As a result, the proposed Transactions will not diminish the managerial qualifications of CloseCall. The proposed Transactions will also provide CloseCall with greater access to capital. In particular, MobilePro has access to substantial resources. As a result, the proposed Transactions are expected to improve CloseCall's financial position while CCA realigns and evaluates its strategic focus.

- (a)(7) CloseCall provides long distance in every state and local exchange service in Delaware, Indiana, Maryland, New Jersey, Pennsylvania, and Wisconsin. CloseCall's core markets are located in the Mid-Atlantic and Mid-West sates.

MobilePro's sole telecommunications affiliate, Affinity Telecom, conducts roughly 98 percent of its business in the state of Michigan where

it provides long distance and local exchange service. It carries out the remainder of its operations in every other state.

All of the services provided by CloseCall and Affinity are competitive in nature and neither company holds a dominant position in any market. Because the proposed Transactions will not involve any other carrier, the Transactions will have no adverse impact on the level of competition in the markets in which CloseCall and Affinity operate.

- (a)(8) A description of the eligibility for streamlined consideration is set forth in Section I(c) above.
- (a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.
- (a)(10) Prompt completion of the proposed Transactions is critical to ensuring that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed Transactions as soon as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in Section III. above.

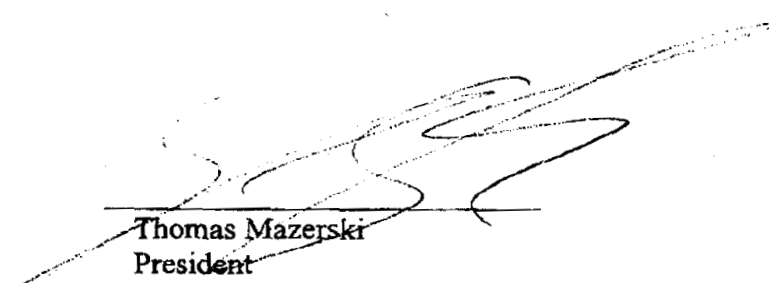
SUPPLEMENTAL SECTION III

The Applicants affirm that no entity directly or *indirectly* owns a ten percent or greater stake in MobilePro.

VERIFICATION

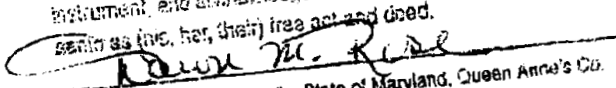
I, Thomas Mazerski, state that I am President of CloseCall America, Inc. a Party in the foregoing filing; that I am authorized to make this Verification on behalf of CloseCall America, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief. I declare under penalty of perjury that the foregoing is true and correct.

Executed this 7 Day
of September 2004


Thomas Mazerski
President
CloseCall America, Inc.

DAWN M. ROSE
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires August 10 2005

On this 7 day of September, 2004, before
me personally appeared Thomas Mazerski,
to me known to be the person(s) who executed the foregoing
instrument, and acknowledged that (he, she, they) executed the
same as (his, her, their) free act and deed.


Dawn M. Rose, Notary Public, State of Maryland, Queen Anne's Co.

CloseCall America

P.7

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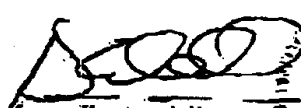
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VERIFICATION

I, Kevin Kuykendall, state that I am Group President of MVCC Acquisition Corp., Inc. a Party in the foregoing filing; that I am authorized to make this Verification on behalf of MVCC Acquisition Corp.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief. I declare under penalty of perjury that the foregoing is true and correct.

Executed this 7th Day
of September 2004


Kevin Kuykendall
President
MVCC Acquisition Corp.

Notarized 9/7/04 in Howard Co. Maryland.



DANDICE G. BOULAKIS
Notary Public, State of Maryland
My Commission Expires Nov. 26, 2009

CloseCall America

P. 8

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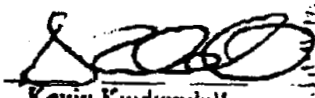
Sep 07-04 09:18A

P.11

VERIFICATION

I, Kevin Kuykendall, state that I am Group President of MobilePro Corp., Inc. a Party in the foregoing filing; that I am authorized to make this Verification on behalf of MobilePro Corporation; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief. I declare under penalty of perjury that the foregoing is true and correct.

Executed this 7th Day
of September 2004


Kevin Kuykendall
Group President
MobilePro Corp.

Witnessed on 9/7/04 in Howard Co. Maryland.
Candice G. Soulaakis

CANDICE G. SOULAKIS
Notary Public, State of Maryland
My Commission Expires Nov. 21, 2005